CHARTER

AND

BYE LAWS

OF THE

New Orleans

CANAL AND NAVIGATION COMPANY.

AND LAWS RELATING THERETO.

PHILADELPHIA.

PRINTED BY CHARLES H. BUTT, 62 WALNUT STREET.

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OFFICERS FOR 1852, '53.

President,

STEWART NEWELL.

Treasurer,

ARCHIBALD ROBERTSON.

Secretary,

SAMUEL NEWELL, at Philada.

Assistant Secretary,

LOUIS GAGNET, at New Orleans.

Directors,

STEWART NEWELL,
OLIVER HOUGH,
BERNARD DOUREDOURE,
ISAAC D. KNIGHT,
of Philad.
ARCHIBALD ROBERTSON
JAMES A. CUMMINGS,
ALEXANDER OSBOURNE,

PHINEAS C. WRIGHT. | EDWARD H. DURELL,
of New Orleans,

EDWARD H. DURELL, *Attorney.* | PHINEAS C. WRIGHT, *Counsellor.*

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STATE OF LOUISIANA.

AN ACT

For the organization of corporations for works of public improvement and utility.

SEC. 1 *Be it enacted by the Senate and House of Representatives of Louisiana, in General Assembly convened,* That from and after the promulgation of this act, it shall be lawful for any person or persons, not less than six, on compliance with the provisions of this act, to form themselves into and constitute a corporation for the following purposes, to wit: for the construction, working and maintenance of any rail-roads, canals, plank-roads, bridges, ferries and other works of public improvement, whether within or without the limits of this state; for manufactories of all kinds, opening and working of mines, construction and maintenance of docks, foundries, steamships or other vehicles for the transportation of freight or passengers, and generally all works of public utility and advantage; provided, that no corporation shall engage in mercantile or agricultural business in general, nor in commission, brokerage, stock-jobbing, exchange or banking business of any kinds.

SECT. 2. *Be it further enacted, &c.,* That every corporation which may be established under and by virtue of the provisions of this act, shall have power and authority, 1st, to have and enjoy succession by its corporate name, for the period expressed in its act of corporation, not exceeding twenty-five years; 2d, to contract, sue and be sued, in the corporate name; 3d, to make and use a corporate seal; 4th, to hold, receive, purchase and convey under its corporate name, property both real and personal; 5th, to name and appoint such managers, directors and officers as their interests and convenience may require; 6th, to make and establish such by-laws for the proper management

and regulation of the affairs of the corporation as may be necessary and proper, and not inconsistent with the provisions of this act.

Sect. 3. *Be it further enacted, &c.*, That every charter of incorporation made under the authority of this act, shall contain, 1st, the name and title of the corporation, and place chosen for its domicil; 2d, a description of the purposes for which it is established, the nature of the business to be carried on, and the designation of the officer on whom citation may be served in suits against the company; 3d, the amount of the capital stock, the number of shares, amount of each share, and the time when and the manner in which payments on stock subscribed shall be called or made; 4th, the mode in which the election of directors or managers shall be conducted; 5th, mode of liquidation at the termination of the charter.

Sect. 4. *Be it further enacted, &c.*, That the charter of all corporations organized under the terms of this act, and the original subscriptions made for the purpose of organizing it, shall be recorded in the office of the recorder of mortgages, or other officer exercising the functions of recorder of mortgages, at the place selected for the domicil of the corporation; and said charter shall be published in a newspaper of said place of domicil, once a week at least, for thirty days; but it shall not be necessary to publish the names of the subscribers, and any subscriber may present the said charter and subscriptions for record with a recorder of mortgages as aforesaid.

Sect. 5. *Be it further enacted, &c.*, That it shall be lawful for the stockholders of any corporation, at a general meeting convened for that purpose, to make any modification, addition or changes in its act of incorporation, or to dissolve the corporation, provided such modification, addition, change or dissolution shall receive the assent of three fourths of the stock represented at such meeting. Provided further, that such modification, addition, change or dissolution shall be recorded as is required by the fourth section of this act.

Sect. 6. *Be it further enacted, &c.*, That any corporation established under this act shall forfeit its charter for insolvency, evidenced by a return of no property found on execution against such corporation; and that in such case it shall be the duty of the district court of the district of such corporation at the instance of any creditor, to decree such forfeiture, and to appoint a commissioner for effecting the liquidation, whose duty it shall be to convert all the assets of the company,

including any unpaid balances due by stockholders on their shares, into cash, and to distribute the same under the direction of the court, amongst the parties entitled thereto, in the same manner, as near as may be, as is done in cases of insolvency of individuals.

SECT. 7. *Be it further enacted, &c.*, That no rail-road, plank-road nor canal shall be constructed through the streets of any incorporated city or town, without the consent of the municipal council thereof; and such consent once obtained, shall not be withdrawn during the term of the charter.

SECT. 8. *Be it further enacted, &c.*, That no stockholder in any corporation organized under this act, shall ever be held liable or responsible, in any manner, for the contracts or debts of such corporation, in any further sum than the amount of any unpaid balance due to the company on the shares owned by such stockholder, nor shall any mere informality in organization have the effect of rendering a charter null, or of exposing a stockholder to any liability beyond the amount of his stock, provided the provisions of this act have been substantially complied with.

SECT. 9. *Be it further enacted, &c.*, That in all cases where rail-roads, plank-roads or canals shall cross any highway, the corporation shall so construct said work as not to hinder, impede or obstruct the safe and convenient use of such highway. That in all cases where rail-roads, plank-roads or canals shall be constructed or dug across any plantation or lands in cultivation, or that may be cultivated, the corporation shall so construct said work as not to hinder, impede or obstruct the drainage of said land; nor shall any privilege herein granted be so construed as to authorize or empower any corporation to hinder or impede, or offer any obstruction to the drainage of any lands through which any rail-road, plank-road or canal may be constructed, after the construction of said work; and if any rail-road or plank-road shall, in its course, cross any tide waters, or navigable rivers or streams, the company may erect, for the sole and exclusive use of such rail-road or plank-road, the bridges required for crossing; but such bridges shall be so constructed as not to obstruct or necessarily impede the navigation of said waters or streams.

SECT. 10. *Be it further enacted, &c.*, That the provisions of the act entitled "an act to provide for the organization of corporations in this state," approved 16th March, 1848, shall not be so construed as to apply to any corporations established under this act.

AN ACT

Relative to the Orleans Navigation Campany, the Bayou St. John and Canal Carondelet.

1. *Be it enacted, &c.*, That in the event of a final judgment of a forfeiture being rendered in favor of the State of Louisiana against the Orleans Navigation Company, in the suit now or recently pending on appeal in the Supreme Court, it shall be the duty of the court in which said suit was instituted to proceed to the liquidation of the affairs of said Navigation Company in the manner hereinafter provided, to wit: the said court shall appoint a liquidating commissioner, who shall forthwith proceed to take possession of the entire property of said company, real and personal, moveable and immoveable, and to advertise and sell the same in block at public auction, after sixty days' advertisement, to the highest bidder, payable one tenth in cash, and the remainder in equal annual instalments from one to twenty years; the credit portion of the price to be paid in bonds bearing legal interest, divided into sums according to the directions of said commissioner, secured by mortgage and vendor's privilege on the property sold as aforesaid.

2. *Be it further enacted, &c.*, That immediately after making said sale, it shall be the duty of said commissioner to file in said court a tableau of distribution of the proceeds of said sale, both cash and bonds, as well as of all moneys collected by him for tolls, during the interval between the taking possession and the sale, and the said proceeds and tolls shall be appropriated as follows, viz: *First*, to the expenses of liquidation, including a reasonable compensation to the toll collector; *secondly*, to the payment of the debts of the company in the order of their rank; and *thirdly*, the surplus, if any, to the stockholders of said company. And all the proceedings in said liquidation and on said tableau of distribution shall be the same, as near as may be, as in cases of insolvency of individuals.

3. *Be it further enacted, &c.*, That the said commissioner shall, before entering on the duties of his office, give a bond with security to the satisfaction of the court, for the sum of thirty thousand dollars,

conditioned for the faithful discharge of his duty, and shall receive for his services, including that of making the auction sale aforesaid, a commission of two and a half per cent., on the total amount of cash and bonds distributed under the tableau.

4. *Be it further enacted, &c.*, That it shall be a condition of said sale, that if the purchasers shall organize themselves into a corporation under the laws of this state for a term of twenty-five years, for the purpose of carrying out and and effecting all the improvements detailed and described in the reports and plans, known as Harrison's reports and plans, including the construction of a new basin at the junction of Canal Carondelet and Bayou St. John, of the depth and dimensions set forth in said reports, and shall actually complete and effect all said improvements within the term of three years from the date of their charter, then the said corporation shall be entitled to receive and exact all such tolls and revenues for the use of said Canal Bayou and roads as the Orleans Navigation Company was entitled to receive under its charter; provided, that at the end of said term of twenty-five years, the State of Louisiana shall have the option either of granting to said corporation a renewal of the right of receiving said tolls for a second term of twenty-five years, or of purchasing for itself the property and improvements of the company, at the appraised value thereof. And provided further, that if said second term of twenty-five years be granted, the whole property shall revert to the State of Louisiana at the end of said second term, without any payment or compensation made to said company.

5. *Be it further enacted, &c.*, That any corporation formed under the provisions of the preceeding section, shall be entitled to demand and receive said tolls from the time of its organization, on furnishing bond to the satisfaction of the State Treasurer, in the sum of fifty thousand dollars, to secure the completion of all the improvements aforesaid within said term of three years.

6. *Be it further enacted, &c.*, That if the works and improvements to be made by the purchase be not began within six months, and completed within five years, all the right, title and interest acquired by the said purchaser under the provisions of this act, together with all improvements that may be made, shall vest in and belong to the state.

AN ACT

For improving the Inland Navigation of the Territory of Orleans.

SECTION 1. *Be it enacted by the Governor of the Territory of Orleans, by and with the advice and consent of the Legislative Council thereof,* That there shall be established a company for the purpose of improving the inland navigation of this territory, to be called and known by the name of "THE ORLEANS NAVIGATION COMPANY;" that the capital stock of the said company shall consist of two thousand shares, not exceeding one hundred dollars each, and that Joseph Faurie, Francis Duplessis, Julien Poydras, William Kenner, William Wykoff, of the Opelousas, Louis Blane and George Pollock, shall be and are hereby appointed Commissioners for receiving subscriptions for the capital stock in the said company, and shall provide books for the said company, and shall enter in the said books as follows: "We, whose names are hereunto subscribed, do for ourselves and our legal representatives, promise to pay to the Orleans Navigation Company, such sum or sums of money for each share by us subscribed respectively, as the President and Directors of the said company shall require;" and the said Commissioners shall open the books for the several subscriptions at the city of New-Orleans, and at such places as they may deem proper, on the second Monday in July next, and shall take the subscription of every person who shall offer to become a subscriber, until the whole of said stock shall be subscribed; and shall give notice in two of the public papers printed in the said city, both in the English and French languages, of the time and place of opening the said subscription; and directing the sum which the said Commissioners are hereby authorized to determine which such subscriber shall pay for the first payment on every share which the said Commissioners are hereby authorized to receive in money.

SEC. 2. *And be it further enacted*, That as soon as five hundred shares shall be subscribed in the said company, the persons who shall have subscribed for the said stock, while they continue to be Stockholders therein, and all others who may become Stockholders of the said capital stock, shall be and they are hereby created and made a corporation and body politic in fact and name, to be known by the name and style of the "Orleans Navigation Company;" and by that name they and their successors for ever may have perpetual succession; and by that name the said company shall be and hereby is made able and capable in law to have, purchase, receive, possess, enjoy and retain to them and to their respective successors for ever, lands, rents, tenements, hereditaments, goods, chattels and effects, of what kind, nature or quality soever, requisite for carrying into effect the purposes of this act, and the same to sell, demise, grant or dispose of; and to sue and be sued, plead and be impleaded, answer and be answered unto, defend and be defended in the courts of record, or any other place whatsoever; and also to make, use and have a common seal, and the same to break, alter or renew at their pleasure; and also to ordain, establish and put in execution such by-laws, ordinances and regulations as may seem necessary and convenient for the government of the said corporation, not being contrary to the laws of this territory, or those of the United States; and generally to do and execute all and singular acts, matters and things which to them it shall or may appertain to do, subject to the provisions hereinafter contained.

SEC. 3. *And be it further enacted*, That for the well ordering the affairs of the said corporation, there shall be twelve Directors, to be chosen annually, after the present year, on the first Monday in February, in every ensuing year, by the Stockholders of the capital stock of said corporation, or their proxies: and those who shall be duly chosen at any election, shall be capable of serving as Directors, by virtue of such choice, until the second Monday in February, in the year next following such choice, and until others are duly elected in their places; and the said Directors, at their first meeting after such election, shall choose one of their number for President; and that as soon as five hundred shares shall be subscribed in the said company, the said Commissions shall give public notice in two of the newspapers, of the time and place of holding an election for Directors of said corporation, for the present year, and it shall be lawful for such elections then and there

to be held; and the persons then chosen Directors for the said company, shall immediately choose one of their number to be their President; and the said Directors shall continue in office until the second Monday in February, in the next year, and until others are duly elected in their places: *Provided always*, That in case it should at any time happen that an election of Directors should not be made upon any day when, pursuant to this act, it ought to have been made, the said corporation shall not for that cause be deemed to be dissolved, but it shall be lawful on any other day to hold and make an election of Directors, in such manner as shall be directed by the said Commissioners, or by the laws and ordinances of the said corporation; *And provided, also*, That in case of the death, resignation or absence from the territory of a Director, his place may be filled up for the remainder of the year by the said Directors.

Sec. 4. *And be it further enacted*, That it shall be lawful for the said President and Directors to convene special meetings of the Stockholders whenever such meetings shall appear necessary, giving at least fifteen days notice thereof in two of the newspapers printed in the city of New-Orleans, in the English and French languages.

Sect. 5. *And be it further enacted*, That the Directors for the time being of the said corporation, shall have power to appoint such officers, agents, clerks, superintendents, engineers, workmen and others under them, as shall be necessary for executing the business of the said corporation, and to allow them a proper compensation for their services.

Sec. 6. *And be it further enacted*, That the following shall be fundamental rules and articles of the said corporation:

I. Every individual Stockholder, or company, or body corporate holding shares in the said corporation, shall be entitled to one vote for every share, not exceeding ten shares, which he or they may hold in the same.

II. No Director shall be entitled to any emolument which shall not have been allowed at a meeting of Stockholders; but the Directors may make such compensation to the President as to them may seem reasonable.

III. Not less than seven Directors shall constitute a Board, of whom the President shall always be one, except in case of sickness or necessary absence, in which case his place may be supplied by any

other Director, whom he by writing under his hand shall nominate for the purpose.

IV. Every Treasurer, befors he enters upon the duties of his office, shall give bond with two or more securities, to the satisfaction of the Directors, and in such sum as they shall direct.

V. No bank or office of discount shall be established by the said corporation.

VI. The stock of the said corporation shall be assignable and transferable, according to such rules as shall be made in that behalf by the laws and the ordinances of the same.

VII. All bill or notes which may be given by said corporation, or their Directors, signed by the President, and countersigned by the Treasurer or principal clerk, promising the payment of money to any person or persons, his, her or their order, though not under the seal of the said corporation, shall be binding and obligatory upon the same, in like manner, and with the like force and effect as the same would by law, upon any private person or persons, if the same were issued by him or them, and shall be assignable and negotiable in like manner.

VIII. Half yearly dividends shall be made by the said corporation, of such part of the net profits of the same, among the Stockholders, in proportion to their respective shares.

IX. The President and Directors of the said corporation shall have power to direct the mode in which, and the periods when the amount of the shares shall be paid.

Sec. 7. *And be it further enacted*, That the said corporation, by their President, Directors or agents, may enter into, and upon all and singular the land and lands covered with water, where they shall deem it proper to carry the canals and navigation herein before particularly assigned, with or without the consent of the owner or owners thereof, and to lay out such routes and tracks as shall be most practicable for effecting navigable canals as aforesaid, by means of locks and other devices, doing, nevertheless, as little damage as possible to the grounds and enclosures in and over which they shall pass; and thereupon it shall and may be lawful for the said President and Directors to contract and agree with the owners of any lands and tenements, for the purchase of so much thereof as they may deem necessary for the said canal or roads, or any mills, works or buildings adjoining thereto,

if they can agree with such owner or owners; but in case of disagreement, or in case the owner thereof shall be a married woman, under age, *non compos mentis*, or out of the territory, then it shall and may be lawful to and for the said President and Directors to cause a survey and map to be made of the ground, in their estimation requisite, in the field book, of which survey and map shall be distinguished the land of each of the several owners and occupants, appropriated or intended to be appropriated as aforesaid, and the quality thereof; and shall exhibit the same to a judge of the Superior Court of this territory, who shall thereupon, by writing, under his hand and seal, appoint not less than three, nor more than five discreet persons, none of whom shall be interested in the said corporation, or the land so surveyed as aforesaid, to appraise the premises specified in such field book.

And it shall be the duty of the appraisors, or a majority of such as shall be appointed, to examine the land of such owner or occupant so appropriated; and to ascertain the value thereof, and the damages each may sustain by such appropriation, and to make a regular entry of such valuation and assessment of damages, in a book to be kept by them for that purpose, and to certify the same under oath, to be a true, fair and impartial valuation and assessment, to the best of their belief; and shall thereupon cause such survey and book, the execution of the certificate being first duly proved or acknowledged before a judge of the Superior Court, to be filed in the office of one of the public notaries, there to remain on record. And the said corporation and their successors, upon paying to the several owners the sums of money so assessed as aforesaid, together with the costs of appraisement, shall immediately be vested with a good and indefeasible title to the said lands, and tenements, mentioned and specified in such field book filed as aforesaid: *Provided always*, That no lands shall be surveyed and appraised unless with the consent of the owners, under this section, which shall extend more than one hundred and eighty feet from the edge of such projected canal or navigation.

Sec. 8. *And be it further enacted*, That it shall and may be lawful for the President and Directors of the said company, and their superintendents, engineers, artists, workmen and laborers, with carts, wagons and other carriages, with their beasts of draught and burthen, and all necessary tools and implements, to enter upon the lands contiguous, or near to the tracks of the intended navigation, first giving notice of

their intention to the owners thereof, and doing as little damage thereto as possible, and repairing any breaches they may make in the enclosures thereof, and making amends for any damage that may be sustained by the owners of such grounds, by appraisement in manner hereinafter directed, and upon a reasonable agreement with the owners, if they can agree, or if they cannot agree, then upon an appraisement to be made by three indifferent persons, or a majority of them, to be appointed by any justice of the peace for the district in which such lands shall be situated; and on tender of the appraised value, to carry away any timber, wood, stone, gravel, sand or earth, their situated, most convenient for making or repairing the said canals, navigation and roads.

SEC. 9. *And be it further enacted*, That as soon as the said company shall have improved the navigation of the Bayou St. John, so as to admit at low tides, vessels drawing three feet water, from the Lake Pontchartrain to the bridge at the settlement of the Bayou, then the said President and Directors shall be entitled to ask, have and receive, from every vessel passing in or out of the said Bayou, a sum not exceeding one dollar for every ton of the admeasured burthen of the said vessel, and so in proportion for every boat of a burthen less than one ton: and when further improvement shall permit vessels drawing three feet water, to pass from the said Bayou by the Canal Carondelet to the basin terminating the same at the city ditch, the said President and Directors shall be entitled to ask, have and receive an additional toll not exceeding one dollar per ton, as aforesaid: and when the said navigation shall be improved by the said company, so as to admit vessels drawing three feet water from the Lake Pontchartrain to any place within one hundred yards of the river Mississippi, it shall be lawful for the said company to have and receive an additional toll not exceeding one dollar per ton as aforesaid; and when the communication between the said navigation and the river Mississippi shall be made complete, every vessel passing from the said navigation shall pay a toll not exceeding five dollars for every foot of the draught of said vessel.

And on every other canal which shall be made, or other natural means of navigation which shall be improved by the said company, so as to admit vessels drawing three feet water from the sea or lakes to the river Mississippi, it shall be lawful for the said company to demand, have and receive toll, provided that the said toll shall not exceed in

the whole the sum of five dollars for every ton of the burthen of such boat or vessel, and so in proportion for every boat of a burthen less than one ton, unless by and with the consent of the Governor of the territory for the time being; and it shall and may be lawful for the President and Directors of the said company, to appoint such and so many collectors of toll, for the passage of boats and vessels in, through and along the said canal, and in such places as they shall think proper, and that it shall and may be lawful to and for such toll collectors, and their deputies, to demand and receive the tolls aforesaid of and from the persons having the charge of such boats and vessels.

Sec. 10. And in order to ascertain the tonnage of boats using the the said canals and navigation, *Be it further enacted*, That on the request of the owner or supercargo of such boat or vessel, or of the collector of the said tolls, it shall and may be lawful for each of them to choose one person to measure and ascertain the number of tons which the said boat or vessel is capable of carrying, and to mark the same in figures on the head and stern of said boat; and the said vessel, so measured and marked, shall always be permitted to pass through the said canal navigation for the price per ton to which the number of tons so marked shall amount; and if the owner or supercargo of such vessel shall decline choosing a person resident within one league and a half of the place where such toll is payable, to ascertain the tonnage thereof, then the amount of such tonnage shall be fixed by a person to be appointed for that purpose by the said collector of tolls; and the said toll shall be paid according to such measurement.

Sec. 11. *And be it further enacted*, That the collectors of toll, duly appointed and authorized by the President and Directors of the said corporation, may stop and detain all boats and vessels, using the canals and navigation to which they respectively belong, until the owner or commander, or supercargo of the same shall pay the toll so affixed as aforesaid, or may distrain part of the cargo therein contained, sufficient, by the appraisement of two credible witnesses, to satisfy the same, which distress shall be kept by the collector of the tolls taking the same, for the space of eight days, and shall afterwards be sold by public vendue, at the most public place in the neighborhood, to the highest bidder, in the same manner and form as goods seized for rent are by law sold, rendering the surplus on demand, if any there be after payment of the said toll, and the costs of distress and sale, to the owner or owners thereof.

Sec. 12. *And be it further enacted*, That if any person shall break or throw down any embankment, or other work, lawfully erected by virtue of this act, or shall forcibly pass through any of the said canals or improved navigation, such persons, besides making good all the damage occasioned thereby, shall forfeit and pay, in addition to the toll legally due, the sum of one hundred dollars, to be recovered by the said treasurer of the said corporation to their use.

Sec. 13. *And be it further enacted*, That the President and Directors may lay out and construct, from the bridge at the Bayou settlement, a highway or road on each side of the said Bayou; and that if such road or roads shall be constructed of shells, sands, or other hard materials, and shall be at least of the breadth of twenty feet, and fit at all seasons for the passage of every kind of wheel carriages, and shall be so certified under oath by three respectable persons, or a majority of them, not interested in the said company, to be nominated by the Governor of the territory, then the said President and Directors may erect a toll-gate on each of such roads, so soon as one league thereof shall be so certified to be completed as aforesaid, and that it shall and may be lawful for the person or persons appointed by the said President and Directors to take and receive the following sums for passage through each of the said gates, that is to say:

For every man and horse, six and a quarter cents.

Cart, chair or cabriolet, with one or more horses, twelve and a half cents.

Coach, phæton or other four wheeled carriage, twenty-five cents.

Sec. 14. *And be it further enacted*, That one hundred shares in the said corporation shall be reserved for the bank of Louisiana, and one hundred other shares for the city of New Orleans; provided the said bank and the said city shall signify their wish to subscribe for the same, within six months from the passing of this act.

Sec. 15. *And be it further enacted*, That whenever the clear profits upon the money actually paid to the said company upon each share of the capital stock thereof, shall exceed the amount of fifty per cent. per annum, for three successive years, the excess of any profit arising thereafter, over and above the said fifty per cent., shall belong to the public exclusively, and shall be disposed of in such a manner as the legislature of the territory may direct.

Sec. 16. *And be it further enacted*, That it shall be the duty of President and Directors of the said corporation to transmit every year

to the Governor and legislative council of this territory accounts, signed by the said President, of the sums paid and the dividends made during each year on each share of the said capital stock of the said corporation.

Sec. 17. *And be it further enacted*, That the operations of the said company shall be confined in the first instance to the improvement of the inland navigation of the county of Orleans and of the Bayou Plaquemine; and that the said company are not nor shall be authorized to make, open or clear any other canal or navigation without the consent and approbation of the Governor of this territory, for the time being, previously obtained for that purpose, any thing in this act to the contrary notwithstanding.

AN ACT

Supplementary to an act, entitled "An Act for Improving the Inland Navigation of the Territory of Orleans."
(Approved March. 18th, 1809.)

Be it enacted, by the Legislative Council and House of Representatives of the Territory of Orleans, in General Assembly convened, That the improvements of the Orleans Navigation Company shall not extend to the Bayou Plaquemine, notwithstanding the authority given to said company by the seventeenth section of the act to which this is a supplement.

AN ACT

To restrict the powers of the Orleans Navigation Company.

Be it enacted by the Senate and House of Representatives of the State of Louisiana, in General Assembly convened, That the operations of said company, (Orleans Navigation Company,) shall be confined and restricted to the improvement of the inland navigation of the island of Orleans, any thing in the act, entitled "An act for improving the inland navigation of the territory of Orleans," to the contrary notwithstanding.

ACTS OF CONGRESS

RELATING TO THE ORLEANS NAVIGATION COMPANY.

CHAPTER 36.

AN ACT

Repecting claims to land in the Territories of Orleans and Louisiana.

Be it enacted by the Senate and House of Representatives of the United States, of America, in Congress assembled:

* * * * * * * * * * * *

SECTION 3. *And be it further enacted*, That the claim of the corporation of the city of New Orleans, to the commons adjacent to the said city, and within six hundred yards from the fortifications of the same be, and the same are hereby recognised and confirmed; Provided, that the said corporation shall, within six months after passing this act relinquish and release any claim they may have to such commons beyond the distance of six hundred yards aforesaid: Provided, also, that the corporation shall reserve for the purpose, and convey, gratuitously, for the public benefit of the company authorised by the legislature of the territory of Orleans, as much of the said commons as shall be necessary to continue the canal of Carondelet from the present basin to the Mississippi, and shall not dispose of, for the purpose of building thereon, any lot within sixty feet of the space reserved for a canal, which shall for ever remain open as a public highway: And provided, also, that nothing herein contained shall be construed to effect or impair the rights of any individual or individuals to the said commons, which are derived from any grant from the French or Spanish government.

Approved, March 3d, 1807

Chapter 15.

AN ACT

Making appropriations to complete the fortifications commenced for the security of the seaport towns and harbors of the United States, and to defray the expense of deepening and extending to the river Mississippi the Canal of Carondelet.

Be it enacted, by the Senate and House of Representatives of the United States of America, in Congress assembled:

* * * * * * * * * * * *

Section. 2. *And be it further enacted*, That the President of the United States be, and he is hereby authorized to cause the Canal of Carondelet, leaving from Lake Pontchartrain, by way of the Bayou St. John, to the city of New-Orleans, to be extended to the river Mississippi, and made sufficiently deep throughout to admit an easy and safe passage to gun boats, if, upon the survey thereof, he shall be convinced that the same is practicable, and will conduce to the more effectual defence of said city; and that for the purpose of defraying the expense thereof, there be, and hereby is appropriated the sum of twenty-five thousand dollars, to be paid out of any moneys in the treasury not otherwise appropriated.

Approved, February 10th, 1809.

Chapter 94.

Granting to the President and Directors of the New-Orleans Navigation Company, and their successors a lot of ground.

Be it enacted, &c., That all the right and claim of the United States to a lot of ground in the county of Orleans, and state of Louisiana, bounded above by the lands of Don Miguel, and fronting on the Bayou St. John, containing one hundred and eighty feet front, and five hundred and forty feet back, including the improvements thereon, now occupied by the said company, be, and the same is hereby vested in, and conveyed to the President and Directors of the Orleans Navigation Company, for the time being, and their successors, for the use and benefit of said company for ever.

Approved, April 18th, 1844.

CHARTER

OF THE

New-Orleans Canal and Navigation Company.

We the undersigned agree to form ourselves into a corporation under the laws of the state of Louisiana, as particularly set forth in "an Act for the organization of corporations, for works of public improvement and utility," approved March 12th 1852, and an act of said state entitled, "an Act relative to the Orleans Navigation Company, the Bayou St. John, and Canal Carondelet," approved March 18th 1852 for the purpose of improving the Canal Carondelet, and the navigation of the Bayou St. John, and in accordance with the charter of the "Orleans Navigation Company;" and for that purpose have formed the annexed charter and signed the same.

CHARTER OF THE COMPANY.

1st. The said corporation shall be called the "New-Orleans Canal and Navigation Company:" and its domicil is fixed in the city of New-Orleans. The President of the company is the officer designated as the one on whom legal service of all process or citation against the company may be made, and the company agree to be bound by service of process or citation, whether made on the President in person, or left to his address at the office of the company in the hands of any of its officers.

2nd. The said corporation is established for the purpose of making improvements upon the Canal Carondelet, Bayou St. John, and other purposes, within the parish of Orleans in the state of Louisiana, in ac-

cordance with an act of said state, entitled "An act relative to the Orleans Navigation Company, the Bayou St. John, and the Canal Carondelet," approved March 18th 1852 and in accordance with the charter of the Orleans Navigation Company.

3d. The capital stock of the said company is fixed at five hundred thousand dollars, divided into five thousand shares, of one hundred dollars each. A payment of fifteen per cent. on the amount of each share shall be made at the time of subscribing, the subsequent payments shall be made in such sums, and at such periods as shall be fixed by the Directors.

4th. The business of the corporation shall be conducted by a Board composed of nine Directors, who shall be Stockholders. The Directors shall elect one of their body as President of the company at their first meeting after their election. A quorum to transact business shall consist of at least five Directors.

5th. At all elections by the Stockholders, and at all their meetings each share shall be entitled to one vote. Votes may be given in person or by proxy.

6th. The first election of Directors shall be held on the Eighteenth day of October 1852 in the city of Philadelphia. The Directors then elected, shall hold office until the first Monday in January 1854: on which day, and annually thereafter, the election of Directors shall take place. The elections shall be by ballot. On each ballot shall be written the name of the person voted for, and the number of shares which it represents.

7th. A failure to elect Directors shall not dissolve the corporation, but the Board in office shall continue the exercise of its functions, until a new Board shall be elected.

8th. All notices of elections, and meetings of Stockholders, shall be given by publication thirty days, in a newspaper in New-Orleans and in Philadelphia.

9th. In case of failure on the part of any subscriber to pay the instalments on his stock as may be required, the Board of Directors shall have the option, after thirty days notice to the defaulter, of declaring his stock forfeited, and selling it for the benefit of the company, or compelling by suit, the payment of such instalments: and no Stockholder shall be permitted to vote, on any question, whilst in default.

10th. All meetings of the Stockholders called for the purpose of increasing or diminishing the capital stock of the company, or for any of the purposes enumerated in the fifth section of the act of the legislature of Louisiana, entitled, "An act for the organization of corporations, for works of public improvement and utility," shall be composed of persons holding in their own right, or as agents for others, at least two thirds of the stock of the company, in order to take valid and binding action in the premises. At all other meetings of Stockholders, and at all elections, a majority of the capital stock of the company shall be represented, and in the latter case, if such majority be not present nor represented, the meeting shall be adjourned for ten days, and the vote of the majority of the stock present, and represented at such adjourned meeting, shall bind the company, in the same manner as if a majority of all the stock were present and represented.

11th. Any vacancy in the Board of Directors occurring during the year, may be filled by a vote of the Board of Directors.

12th. The President and Directors of the said corporation, shall have power to make and use a common seal, and to do every thing necessary for the construction, repair and maintenance of the improvements of the navigation of the canal, and Bayou herein before described, as well as for the construction of docks, wharves, and other improvements, deemed necessary: and for the purpose of speedily and properly making said improvements, to purchase all machines, and other equipments, deemed by them necessary or useful to the purposes of the company; to appoint a Secretary, Treasurer, Superintendant and other Officers and Servants necessary or proper, for the faithful performance of any duty necessary to the proper maintenance of the said improvements; to fix the rates of tolls thereon, to make rules and regulations, and other by-laws deemed necessary for the proper, safe and regular transaction of the business of the company. But such rules and regulations shall be subject to repeal or amendment, by a majority of the Stockholders, at their meetings, or by the President and Directors in the interval. They shall declare semi-annually the dividends arising from said improvements, after the payment of all necessary expenses, and they shall keep, or cause to be kept, a regular set of books, in which shall be entered all the business transactions of the company.

13th. Stock books shall be kept at the office of the company. Certificates of stock shall be issued to the Shareholders, and no transfer of stocks shall be binding on the company, until made on its stock

book. No transfer of stock, shall exempt the party transferring it, from the obligation of paying instalments previously called for; and no Stockholder shall be entitled to vote, at any meeting of the Stockholders, unless he became a Stockholder, on the books of the company, at least thirty days previous to such meeting.

14th. The Directors may establish offices for the transfer of stock, in the cities of Philadelphia and New-Orleans.

15th. No money shall be borrowed by the said company, unless authorized, by a vote of two thirds of the stock represented at a regularly called meeting of the Stockholders. But the Board of Directors may contract for the purchase of land, machinery, materials and other necessary supplies, or labor, on such terms as they may deem proper.

16th. At the annual meeting of the Stockholders, on the first Monday in January, statements of the financial and other affairs of the company shall be laid before the meeting by the President and Directors then in office. The President and Directors may call other meetings when they may think proper, and it shall be their duty at any time, on the requisition in writing, of Stockholders representing one fifth of the stock of the company, to call a meeting of the Stockholders, to take into consideration any matters affecting the interest of the company.

17th. At the expiration of the charter, or whenever the dissolution of the corporation shall render necessary its liquidation, three Commissioners shall be elected by the Stockholders, at a meeting convened for that purpose, whose duty it shall be, to take possession of the property of the company, and conduct its business to a final liquidation, on such terms, and in such manner as shall then be determined, and in accordance with the act of the legislature of the state of Louisiana, entitled, "An act relative to the Orleans Navigation Company, the Bayou St. John and Canal Carondelet," Approved the 18th March 1852.

Philadelphia, October 18th, 1852.

ARCHIBALD ROBERTSON,
OLIVER HOUGH,
ALEXANDER OSBOURN,
STEWART NEWELL,
BERNARD DOUREDOURE,
ISAAC D. KNIGHT,
SAMUEL NEWELL,
JAMES A. CUMMINGS,
PHINEAS C. WRIGHT,
EDWARD H. DURELL.

STATE OF PENNSYLVANIA,
City and County of Philadelphia. } S. S.

Be it remembered, That on the 19th day of October, in the year of our Lord, one thousand eight hundred and fifty-two, before me, John Broadhead, a Commissioner resident in said state of Pennsylvania, appointed by the Governor of the state of Louisiana, to take the acknowledgments and proof of deeds and other instruments of writing, personally appeared Archibald Robertson, Oliver Hough, Alexander Osbourn, Stewart Newell, B. Douredoure, Isaac D. Knight, Samuel Newell, J. A. Cummings, and P. C. Wright, who are severally known to me, to be the individuals, whose names are subscribed to the foregoing writing, and they did severally, and each one for himself acknowledge, that they executed the foregoing writing, for the uses and purposes therein mentioned. In testimony whereof, I have hereunto set my hand, and affixed my official seal, as such Commissioner, the day and year last aforesaid.

JOHN BROADHEAD,
A Commissioner for the state of Louisiana, resident in Pennsylvania.

BY-LAWS

OF THE

New-Orleans Canal and Navigation Company.

ARTICLE 1. A meeting of the Stockholders for the election of Directors, and for other purposes, shall be held annually, on the first Monday in January, (except in the year 1853,) at the office of the Secretary of the company, in the city of Philadelphia, or at such other place as the Directors may designate, and notice thereof shall be given, at least thirty days previously thereto, by advertisement in a newspaper, in the cities of Philadelphia and New-Orleans respectively, which notice shall be published at least once in each week until such meeting.

ART. 2. At the annual meeting, there shall be chosen by ballot from among the Stockholders, nine Directors to serve for the ensuing year, and until others shall be duly elected to succeed them. The Directors thus chosen shall elect one of their members President, and shall also appoint a Secretary, and Treasurer, a Finance Committee and a Managing Committee, each committee to consist of not less than three Directors to serve for one year, and until others are appointed to succeed them, the President shall be ex-officio, a member of each of such committees.

ART. 3. The stated meetings of the Board of Directors shall be held monthly, on the second Monday of every month, at the office of the company in the city of Philadelphia. Special meetings of the Board may be called at any time, on the written request of four members addressed to the President, who shall direct the Secretary to give notice of such Special meeting.

ART. 4. At all meetings, the President, or in his absence a President pro tempore shall preside, and five members of the Board of Directors shall constitute a quorum for the transaction of business.

ART. 5. The order of business shall be as follows:

1st. The minutes of the preceeding stated meeting, and of all subsequent special meetings, shall be read by the Secretary, and submitted for approval or correction.

2d. The Secretary's report shall be read.

3d. The Treasurer's report shall be read.

4th. The reports of Committees shall be read and acted upon, in the order named in Article 2.

5th. Deferred business and new business.

ART. 6. The President shall preserve order. When a motion shall be made and seconded, it shall before debate, be stated by the President, and every motion shall be entered on the minutes, together with the names of the mover and supporter, unless dispensed with by the Board. No Director shall speak more than twice on any question without permission of the Board, and shall rise to address the President. The yeas and nays may be called by any two members, and the names shall be called alphabetically, the President last.

ART. 7. All Committees except those named in Article 2., shall be appointed by the President.

ART. 8. The Secretary and Treasurer shall be ex-officio members of the Board of Directors, but shall not be entitled to vote upon any question pending before the Board, unless they are *elected* members thereof.

ART. 9. The Secretary shall keep his office in the city of Philadelphia, which shall be the office of the company, in that city. He shall keep a faithful record of all the acts and doings of the Board of Directors. He shall make reports of the business of the company to the Board of Directors monthly, or oftener if required, and generally do and perform all other acts pertaining to the office of Secretary, or that the Board shall from time to time require. In case of his absence or inability, a Secretary may be appointed by the Board pro tempore. The Secretary shall also, by the approbation of the Board of Directors, appoint an Assistant Secretary at New-Orleans, who may be required to give security for the faithful performance of his duties.

ART. 10. It shall be the duty of the Assistant Secretary at New-Orleans, to keep the books and accounts of the company, to receive moneys collected from tolls and other sources, and deposit the same as he shall be directed by the Treasurer, and to make full and accurate returns thereof, and report to the Secretary at the end of each and every month.

Art. 11. The Treasurer shall receive from the Secretary all moneys of the company, and deposit the amount thereof in Bank, and invest and disburse the same, as the Board of Directors may order and direct. He shall keep a regular cash account, and shall make monthly reports to the Board of Directors of the receipts and disbursements. He may be required to give security for the faithful performance of the duties of his office.

Art. 12. The Finance Committee shall provide means to pay all approved claims, from the resources of the company, they shall have authority to direct the funds of the corporation to the purposes contemplated by its charter, and shall make report of all their acts monthly to the Board of Directors.

Art. 13. The Managing Committee shall also be the committee on claims. They shall manage the business of the company at New-Orleans, appoint a Superintendent, and such subordinates as may be required, shall be charged with the purchase of materials and with all things necessary to be done in the execution of the works and improvements contemplated in the Charter. They shall investigate and approve of, or reject all claims against the company, and report monthly to the Board of Directors, of all their acts. The President shall be ex-officio a member of such committee. One of said committee shall be required to be at all times at New-Orleans.

Sec. 14. The salaries of the officers, superintendents and agents shall be fixed by the Board of Directors, as also all compensation allowed to committees or members for services, and no change shall be made in such appointments, salaries or compensations, unless by a vote of a majority of the whole Board of Directors.

Art. 15. All certificates of stock issued by this company, shall have the corporate seal of the company affixed thereto; be signed by the President, and attested by the Secretary, and countersigned by the Treasurer, and no transfer shall be allowed on the books of the company, until all arrearages shall be paid.

Art. 16. Books for the recording and transfering of stock, shall be opened at the office of the company in Philadelphia and New-Orleans respectively. The Secretary and Assistant Secretary shall, without any delay, notify each other of any transfer of stock on their books respectively.

Art. 17. Directors shall be voted for by ballot: on each ballot shall be written the name of the person voted for, and the number of shares such ballot represents.

Art. 18. In all elections for Directors, each share shall be entitled to one vote: and such vote may be cast in person, or by proxy in writing, attested by a witness.

Art. 19. The corporation shall have a common seal, with such device as the Directors shall determine, which seal shall be kept by the Secretary.

Art. 20. In case of non-payment, in whole or in part, by any Stockholder of any instalment or instalments, or assessments, on any share or shares of stock, as the same may be called for or levied by the Directors, the Board of Directors may proceed, (after thirty days notice in writing, to any Stockholder in default,) to declare said stock forfeited to the company, together with all or any instalments, or assessments previously paid thereon, or may institute suit against such Stockholder, for any instalment or assessment in arrears, or may sell the stock, as the Board of Directors may deem most beneficial to the interests of the company.

Art. 21. The assesments or instalments upon stock, ordered by the Board of Directors, as provided in the Charter, shall be due and payable, by the Stockholders, after thirty days notice given by advertisement thereof, in a newspaper published in the cities of Philadelphia and New-Orleans respectively, once in each week, for four consecutive weeks, prior to the time named for the payment of such instalment or assessment.

Art. 22. The Board of Directors shall fix the rate of tolls to be collected upon the Canal and Bayou St. John, and upon other works which may be hereafter completed by the company, under the conditions of, and in accordance with, the objects and purposes of the charter, and they may alter such rates from time to time, as the interests of the company may, in the judgment of the Board require.

Art. 23. Any of these By-Laws may be altered, amended, or repealed, by a vote of the holders of two thirds of the shares, at a regularly called meeting of the Stockholders, or by the Board of Directors at the intervals, subject however to repeal or modification by the Stockholders, at their meetings aforesaid.